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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

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SUBJECT: United Electronic Services, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Luther T. Moore, Attorney
(Name of Person)

Belk Stores Services, Inc.
(Firm/Company)

2801 West Tyvola Road
(Address)

Charlotte, NC 28217-4500
(City, State and Zip Code)

Should you need to call someone concerning this matter, please call:

Luther T. Moore at (704) 357 - 1000 .
(Name of Person) Area Code & Daytime Telephone Number

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COURIER ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. United Electronic Services, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Virginia
(State or country under the law of which it is incorporated)

3. 54-1682897
(FEI number, if applicable)

4. 9/15/93
(Date of Incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. No prior transaction of business; plans to commence in 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 1016 Church Street
Lynchburg, VA 24505
(Current mailing address)

8. Services
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: Byron Bergren
Belk-Lindsey Company
Office Address: 100 Colonial Plaza
Orlando, Florida, 32803
(Zip Code)

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10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Byron Bergren
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS (See attached schedule)

Chairman: ______________________

Address: ______________________

____

Vice Chairman: ______________________

Address: ______________________

____

Director: ______________________

Address: ______________________

____

Director: ______________________

Address: ______________________

____

B. OFFICERS (See attached schedule)

President: ______________________

Address: ______________________

____

Vice President: ______________________

Address: ______________________

____

Secretary: ______________________

Address: ______________________

____

Treasurer: ______________________

Address: ______________________

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. ______________________
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. R.A. Leggett, III Executive V.P.
(Typed or printed name and capacity of person signing application)

Directors of United Electronic Services

John M. Belk	2801 West Tyvola Road Charlotte NC 28217-4500
Thomas M. Belk	2801 West Tyvola Road Charlotte NC 28217-4500
Sarah Belk Gambrell	6100 Fairview Suite 640 Charlotte NC 28210
Miss Julia L. Grant	3476 Kings Hill Road Santa Rosa CA 95404
Thomas A. Grant, III	1002 Hickory Street Staunton VA 24401
Armantine M. Leggett	c/o Miss Deborah Forlines P.O. BOX 370 Leggett Stores South Boston VA 24592-0370
Fred B. Leggett, Jr.	Leggett Stores P.O. BOX 1689 Danville VA 24543-1689
Fred B. Leggett, III	c/o Mrs. Alice Ison P.O. BOX 1689 Leggett Stores Danville VA 24543-1689
H. Gordon Leggett, Jr.	Leggett Stores P.O. BOX 10398 Human Resources Division Lynchburg VA 24506-0398
Kenneth A. Leggett	Leggett Stores P.O. BOX 370 South Boston VA 24592-0370
Peter A. Leggett	3034 Rivermont Ave., Apt. 104 Lynchburg VA 24503
Robert A. Leggett, Jr.	115 Country Club Drive Henderson NC 27536
Robert A. Leggett, III	Leggett Stores P.O. BOX 1295 Lynchburg VA 24505-1295
R. G. Leggett	1701 Brandon Road Charlotte NC 28207
Suzanne H. Leggett	209 Cherry Lane Danville VA 24541
Thomas C. Leggett	c/o Miss Deborah Forlines P.O. BOX 370 Leggett Stores South Boston VA 24592-0370
William E. Leggett, Jr.	Rt. 2, Box 529 Keswick VA 22947
M. E. Mason	Leggett Store P.O. BOX 1295 Lynchburg VA 24505-129[illegible]
Sue Leggett Miller	Rt. 1, Box 98E Sutherlin VA 24594
A. W. Mosby, III	P.O. BOX 1162 Halifax VA 24558

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Officers of United Electronic Services

Fred B. Leggett, Jr.	Chairman	Leggett Stores P.O. BOX 1689 Danville VA 24543-1689
Robert A. Leggett, Jr.	President	115 Country Club Drive Henderson NC 27536
H. Gordon Leggett, Jr.	Executive Vice President	Leggett Stores P.O. BOX 10398 Human Resources Division Lynchburg VA 24506-0398
Thomas C. Leggett	Executive Vice President	c/o Miss Deborah Forlines P.O. BOX 370 Leggett Stores South Boston VA 24592-0370
Robert A. Leggett, III	Executive Vice President	Leggett Stores P.O. BOX 1295 Lynchburg VA 24505-1295
M. E. Mason	Senior Vice President	Leggett Store P.O. BOX 1295 Lynchburg VA 24505-1295
A. W. Mosby, III	Senior Vice President	P.O. BOX 1362 Halifax VA 24558
Fred B. Leggett, III	Vice President	c/o Mrs. Alice Ison P.O. BOX 1689 Leggett Stores Danville VA 24543-1689
Kenneth A. Leggett	Vice President	Leggett Stores P.O. BOX 370 South Boston VA 24592-0370
John M. Belk	Vice President	2801 West Tyvola Road Charlotte NC 28217-4500
H. Gordon Leggett, Jr.	Secretary	Leggett Stores P.O. BOX 10398 Human Resources Division Lynchburg VA 24506-0398
M. E. Mason	Assistant Secretary	Leggett Store P.O. BOX 1295 Lynchburg VA 24505-1295
M. E. Mason	Treasurer	Leggett Store P.O. BOX 1295 Lynchburg VA 24505-1295

Commonwealth of Virginia

State Corporation Commission

I Certify the Following from the Records of the Commission:

UNITED ELECTRONIC SERVICES, INC. is a corporation existing under and by virtue of the laws of Virginia, and is in good standing.

The date of incorporation is September 15, 1993.

Nothing more is hereby certified.

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Signed and Sealed at Richmond
on this Date: November 28, 1994

William J. Bridge

William J. Bridge, Clerk of the Commission

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